

RECORDATION NO. 26671 FILED

DEC 1 '06 -3 03 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
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WASHINGTON, D.C.

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ELLSWORTH C. ALVORD (1984)

20036

OF COUNSEL  
URBAN A. LESTER

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December 1, 2006

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of June 19, 2006, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: The Andersons, Inc.  
480 W. Dussel Drive  
Maumee, OH 43537

Lessee: Wellman, Inc.  
1041 521 Corporate Center Drive  
Fort Mill, SC 29715

Mr. Vernon A. Williams  
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A description of the railroad equipment covered by the enclosed document is:

81 covered hopper railcars within the following series: AEX 6523 - AEX 6555; AEX 7539 - AEX 8462; and AEX 9826 - AEX 9876 and AEX 29869 as more particularly set forth in the equipment schedule attached to the document.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem  
Enclosures

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SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF LEASE**

**WITNESSETH**

This Memorandum of Lease is entered into as of the 19<sup>th</sup> day of June, 2006, by and between The Andersons, Inc., an Ohio corporation, having its principal place of business at 480 W. Dussel Drive, Maumee, OH 43537 (hereinafter "Lessor") and Wellman, Inc., a Delaware corporation, having its principal place of business at 1041 521 Corporate Center Drive, Fort Mill, South Carolina 29715 (hereinafter "Lessee").

1. Lessor and Lessee are parties to that certain Full Service Lease Agreement dated July 7, 1993 (the "Master Lease"), and Deal #R00791 dated as of June 19, 2006 (the "Schedule"), whereby Lessor leases to Lessee eighty-one (81) railcars bearing railroad reporting marks as noted on attached Exhibit "A."
2. The parties desire to execute this Memorandum for purposes of memorializing of record the Master Lease and Schedule contemplated hereby.
3. This Memorandum of Lease may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same Memorandum of Lease.

***[Signature Pages to Follow]***

Each party, pursuant to due corporate authority, has caused this Lease to be executed by its authorized officer or other employee, and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below, that the execution of this Lease was the free act of the corporation, the foregoing is true and correct and that this Lease was executed on the date indicated below.

LESSEE:

WELLMAN, INC.

By: Barbara Rucker

Printed

Name: Barbara Rucker

Title: Logistics and Customer Service Manager

Date: 7-11-06

STATE OF North Carolina

COUNTY OF Mecklenburg, SS:

The foregoing instrument was acknowledged before me this 11 day of ~~June~~ <sup>July</sup>, 2006, by Barbara Rucker, the Logistics and Customer Service Manager of Wellman, Inc., a Delaware corporation, on behalf of the corporation.

[Signature]  
Notary Public

My Commission Expires February 28, 2008

LESSOR:

THE ANDERSONS, INC.

By: Rasesh H. Shah

Printed

Name: Rasesh H. Shah

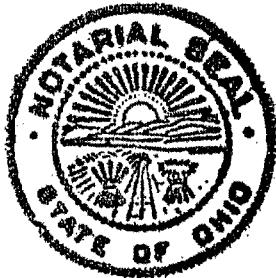
Title: President, Rail Group

Date: 7/14/06

STATE OF OHIO )

COUNTY OF LUCAS ) SS:

The foregoing instrument was acknowledged before me this 14<sup>th</sup> day of July, 2006, by Rasesh H. Shah, the President, Rail Group of The Andersons, Inc., an Ohio corporation, on behalf of the corporation.



Julie Ann Dieble  
Notary Public

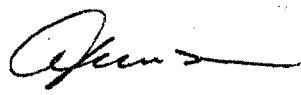
JULIE ANN DIEBLE  
Notary Public, State of Ohio  
My Commission Expires 08-20-2010

EXHIBIT A								
Eighty-One (81) Covered Hoppers								
1	AEX	6523	28	AEX	7580	55	AEX	9849
2	AEX	6526	29	AEX	7595	56	AEX	9850
3	AEX	6527	30	AEX	8456	57	AEX	9851
4	AEX	6528	31	AEX	8462	58	AEX	9852
5	AEX	6529	32	AEX	9826	59	AEX	9853
6	AEX	6530	33	AEX	9827	60	AEX	9854
7	AEX	6531	34	AEX	9828	61	AEX	9855
8	AEX	6532	35	AEX	9829	62	AEX	9856
9	AEX	6533	36	AEX	9830	63	AEX	9857
10	AEX	6535	37	AEX	9831	64	AEX	9858
11	AEX	6536	38	AEX	9832	65	AEX	9859
12	AEX	6537	39	AEX	9833	66	AEX	9860
13	AEX	6539	40	AEX	9834	67	AEX	9861
14	AEX	6540	41	AEX	9835	68	AEX	9862
15	AEX	6541	42	AEX	9836	69	AEX	9863
16	AEX	6542	43	AEX	9837	70	AEX	9864
17	AEX	6543	44	AEX	9838	71	AEX	9865
18	AEX	6544	45	AEX	9839	72	AEX	9867
19	AEX	6545	46	AEX	9840	73	AEX	9868
20	AEX	6546	47	AEX	9841	74	AEX	9870
21	AEX	6547	48	AEX	9842	75	AEX	9871
22	AEX	6548	49	AEX	9843	76	AEX	9872
23	AEX	6551	50	AEX	9844	77	AEX	9873
24	AEX	6552	51	AEX	9845	78	AEX	9874
25	AEX	6553	52	AEX	9846	79	AEX	9875
26	AEX	6555	53	AEX	9847	80	AEX	9876
27	AEX	7539	54	AEX	9848	81	AEX	29869

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 12/1/06

  
\_\_\_\_\_  
Robert W. Alvord